

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)) Chapter 11
))
DENBURY RESOURCES INC., <i>et al.</i> ¹)) Case No. 20-33801 (DRJ)
))
Debtors.)	(Jointly Administered)
)	(Emergency Hearing Requested)

**DEBTORS' WITNESS AND EXHIBIT LIST FOR HEARING
SCHEDULED FOR JULY 31, 2020**

The above-captioned Debtors and Debtors in Possession (collectively, the “Debtors”) file this Witness and Exhibit List for the hearings to be held on **July 31, 2020 at 7:30 a.m.** (prevailing Central Time) (the “Hearing”) as follows:

WITNESSES

The Debtors may call the following witnesses at the Hearing:

1. Christian S. Kendall, Chief Executive Officer of Denbury Resources Inc.;
2. Matt Kvarda, Managing Director of Alvarez & Marsal North America, LLC;
3. Brent Banks, Managing Director of Evercore Group L.L.C.;
4. Jane Sullivan, Executive Vice President, Epiq Corporate Restructuring, LLC
5. Rebuttal witnesses as necessary; and
6. Any witness called by any other party

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Denbury Resources Inc. (7835); Denbury Air, LLC (7621); Denbury Brookhaven Pipeline Partnership, LP (6322); Denbury Brookhaven Pipeline, LLC (6471); Denbury Gathering & Marketing, Inc. (6150); Denbury Green Pipeline-Montana, LLC (6443); Denbury Green Pipeline-North Dakota, LLC (7725); Denbury Green Pipeline-Riley Ridge, LLC (2859); Denbury Green Pipeline-Texas, LLC (2301); Denbury Gulf Coast Pipelines, LLC (0892); Denbury Holdings, Inc. (1216); Denbury Onshore, LLC (7798); Denbury Operating Company (7620); Denbury Pipeline Holdings, LLC (0190); Denbury Thompson Pipeline, LLC (0976); Encore Partners GP Holdings, LLC (N/A); Greencore Pipeline Company, LLC (9605); Plain Energy Holdings, LLC (0543). The location of Debtor Denbury Resources Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 5320 Legacy Drive, Plano, Texas 75024.

DEBTORS' EXHIBITS

EXHIBIT	DESCRIPTION	MARK	OFFER	OBJECT	ADMIT	W/D	DISPOSITION AFTER TRIAL
1	Declaration of Christian S. Kendall, Chief Executive Officer of Denbury Resources Inc., in Support of Chapter 11 Petitions and First Day Motions [Docket No. 3]						
2	Declaration of Matt Kvarda in Support of the Debtors' <u>Emergency</u> Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Secured by Senior Priming Liens and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling A Final Hearing, and (VI) Granting Related Relief [Docket No. 37, Exhibit B].						
3	Declaration of Brent Banks in Support of the Debtors' <u>Emergency</u> Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Secured by Senior Priming Liens and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling A Final Hearing, and (VI) Granting Related Relief [Docket No. 37, Exhibit A].						

EXHIBIT	DESCRIPTION	MARK	OFFER	OBJECT	ADMIT	W/D	DISPOSITION AFTER TRIAL
4	Any document or pleading filed in the above-captioned main cases.						
5	Any exhibit necessary for impeachment and/or rebuttal purposes						
6	Any exhibit identified or offered by any other party						

RESERVATION OF RIGHTS

The Debtors reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above, and further reserve the right to supplement this list prior to the hearing.

Houston, Texas
July 31, 2020

/s/ *Matthew D. Cavanaugh*

JACKSON WALKER L.L.P.

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*Proposed Co-Counsel to the Debtors
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Certificate of Service

I certify that on July 31, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavenaugh
Matthew D. Cavenaugh